

*From the Governance Task Force – July 17, 2021*

## **7/9/21 Draft of Revised Bylaws**

First Universalist's Governance Task Force (GTF) is circulating a fresh draft of revised bylaws to all members of the Congregation for review and comment. This draft, dated 7/9/21, has been guided by and is consistent with the Vision of Governance affirmed by the Congregation in February and with the Governance Structure Proposal affirmed by the Congregation at the Spring Congregational Meeting on May 23, 2021.

As you review this draft, please keep in mind that the revised bylaws are intended to provide the formal foundation for Church governance. There is a parallel process of policy development and review underway that will provide more specific direction regarding implementation of the bylaws. We anticipate key policies directly associated with the bylaws will be available for review and comment in the early fall, prior to the Congregational Meeting where the revised bylaws will be put to a vote. The policies now in development would be reviewed and approved by the Board following adoption of the revised bylaws.

### **Main Features of the 7/9/21 Draft**

The 7/9/21 draft of revised bylaws, which incorporates many of the suggestions made by reviewers of the previous (3/16) draft, is significantly different from the Church's existing bylaws, which were last revised in May 2013. The basic organizational structure of the bylaws has not changed in this draft, apart from the addition of a new Article V and the re-numbering of subsequent articles. However, a number of major changes have been made in the Preamble and in each of the articles, making this draft different from the existing bylaws in several respects. This is essentially a fresh set of bylaws, drawing on the foundation of earlier work and the contributions of many members who have participated in successive reviews. It establishes a governance structure that will be more visible than the current structure, provides for clear roles and responsibilities for individuals and groups in leadership roles, for appropriate delegation of authority to staff, and for accountability for all who are assigned governance duties and responsibilities. Here are some key features:

**1. Clarity on mission, inclusiveness, and commitment to UU principles.** The Preamble to the bylaws has been revised to include a new sentence in the opening paragraph that sets forth the Church's mission—currently “to offer community for connection, renewal, and transformation.” The new third paragraph of the Preamble emphasizes the Church's commitment to diversity, equity, and inclusiveness. Additionally, the definition of “Church” in the opening section of the bylaws is much more comprehensive than in the existing bylaws, including a reference to First Universalist's membership in the Unitarian Universalist Association and its covenant to affirm and promote UU principles.

**2. Emphasis on shared ministry and shared governance.** The draft incorporates both of these concepts and defines both in Article I Sections 11 and 12. The concepts are operationalized in new provisions that describe the role of the Senior Minister (revised Article IV, Sections 2.a and 7) and the Senior Administrator (new Article V entitled “Non-Ministerial Staff”), as well as in provisions of a new Article VI entitled “Committees, Councils, and Other Church Groups.”

**3. Expanded definition of the Congregation.** The definition of the Congregation is expanded in Article I Sections 2 and 3 to include pledging friends and a larger church community that includes children of members, staff persons who work for the church, and others who participate in or support the activities of the Church. Article II Section 3 emphasizes that the Congregation is the foundation of

governance in the Church. Voting Members of the Congregation elect the Board of Trustees and members of key Congregational Committees, call a new Senior Minister, can establish and amend the bylaws, and are engaged in shaping the Church's vision, mission, and strategic plan.

**4. Role of the Board.** The Board of Trustees, elected by the Congregation, continues to be responsible for overseeing the overall governance of the Church on behalf of the Congregation (Article I Section 5 and all of Article II). It acts for the Congregation on governance matters between Congregational Meetings. The draft emphasizes the board's roles in leading strategic planning and the development of annual plans and budgets; establishing policies to guide the work of staff, committees, and Councils; and conducting oversight of work on implementing policies. The Board's duties and responsibilities are set forth in Article II Section 5, which provides authority for the Board to delegate some duties to senior staff or to a committee or council to help enable effective management of the Church's operations and ministries.

**5. Role of the Senior Minister.** The Senior Minister, called by the Congregation, is the Church's spiritual leader, the leader of its shared ministries, a representative of the Church in the broader community and a key link to the UUA. The Senior Minister provides leadership and guidance in pursuit of the Church's mission and purposes, working collaboratively with the Board of Trustees, the Senior Administrator, and others involved in the Church's ministries (Article I Section 8 and Article IV Section 7). Provisions in the existing bylaws that provided for the Senior Minister to be the chief executive officer (CEO) of the Church and to be an ex officio member of the Board of Trustees and all Committees are not included in this 7/9/21 draft.

**6. The Senior Administrator** (currently holding the title Executive Director) is defined as a professional manager, hired by the Board of Trustees with input from the Senior Minister, who leads and manages day-to-day operations of the Church, working collaboratively with the Board, the Senior Minister, and the Church's councils and committees (Article I Section 9 and Article V Sections 1 and 2).

**7. Executive team concept.** The Senior Minister and Senior Administrator are expected to function as an "executive team," with both integrally involved in strategic planning and the development of annual work plans. Each reports regularly to the Board on progress in implementing strategic and annual plans, identifying issues, and responding to inquiries from the Board (Article II Section 5.f).

**8. Officers of the Board and the Church.** Article I Section 7 of the draft provides for the addition of two new officers of the Board and the Church. In addition to the Moderator and the Secretary called for in the existing bylaws, the draft calls for a Vice Moderator and Treasurer. Both positions existed at First Universalist prior to the adoption of policy governance in 2003. As in the past, the officers will be elected by the Board from among their number at the first Board meeting of the new fiscal year. The duties and responsibilities of all the officers are described in Article III Section 3.

**9. New/Reorganized Congregational Committees.** The draft provides for two new Congregational Committees—the Committee on Shared Ministry (COSM) and the Nominations Committee— as successors to the current Committee on Ministry and Leadership Development Committee. Both consist of six members elected by the Congregation for three-year terms. The Committee on Shared Ministry will have many of the same functions as the current Committee on Ministry, with responsibility for helping to witness, assess and support the well-being of the Church community through a variety of approaches. The new Nominations Committee will be focus solely on coordinating and managing the processes of recruiting, nominating candidates, and conducting elections to the Board and Congregational Committees. The organizational structure and functions of these committees are described in Article VI Sections 1-3.

**10. Standing Committees.** The draft provides for five Standing Committees to assist the Board of Trustees in carrying out core governance functions. Three of them are the already existing Finance, Endowment, and Human Resources Committees. The new Standing Committee on Governance will focus on the effectiveness of the Church's governance structure and processes. The New Standing Committee on Roots & Connections will encompass the current Archives Committee and a revived version of the former Association Affairs Committee. The duties and responsibilities of all the Standing Committees are set forth in Article II Section 5.g of the draft.

**11. Other organizational entities.** The draft bylaws recognize several different types of entities that contribute to the governance and ministry of the Church, including committees, teams, task forces, and councils. Article I Section 13 and Article VI Sections 5-7 describe key aspects of their organization and responsibilities.

**12. The roles of Councils.** Over the past several years, councils—initially established by Senior Ministers, but not recognized in any fashion in the existing bylaws—have come to play important roles in the life of the Church. Article VI Section 5 of the draft describes how Councils can be created on the joint recommendation of the Senior Minister and Senior Administrator plus approval by the Board of Trustees upon its review of a charter or other document that describes the Council's purposes, organizational structure, and procedures. The same section provides for an All-Council Meeting to be held at least three times each fiscal year. The meeting, to which the Board and other church organizational entities will also be invited to send a representative, is designed to enhance communications across the different groups that are active in the life and ministries of the Church.

**13. Accountability.** The draft bylaws include provisions for accountability on the part of all the entities involved in the Church's governance, including the Board itself.

- The Senior Minister and Senior Administrator will provide regular written and oral reports to the Board (Article IV Section 7.j and Article V Section 2.e). Additionally, the Board will be responsible for working with the Congregational Committees and other groups in the Church to establish processes for conducting annual performance reviews of each of them and for conducting a broadly inclusive evaluation of the Senior Minister at least once every three years (Article II Section 5.f).
- The Board, the Senior Minister, and the Senior Administrator will make annual reports to the Congregation regarding their activities at a Fall Congregational Meeting (Article I Section 4.b). Additionally, finalization of the Church's strategic plan and annual plan will be on the agenda for consideration by the Congregation at the Fall meeting (Article I Section 4.d)
- The Nominations Committee and the Committee on Shared Ministry are to report to the Congregation at the Fall Congregational Meeting (Article I Section 4.b). Additionally, the Nominations Committee will be presenting nominees for elected positions in advance of the Spring Congregational Meeting and in advance of other Congregational meetings when there is a vacancy to be filled.
- Standing Committees will report to the Board of Trustees (Article II Section 5.g).
- Councils will prepare an annual work plan and each Council will prepare a report on its activities over the preceding twelve months in advance of the Winter Congregational Meeting (Article VI Section 5.b).
- Other committees and councils will prepare a charter or other document that describes procedures for recording decisions and reporting on activities (Article VI Section 7).

**14. Visibility/Transparency/Communications.** Article II Section 5.i charges the Board of Trustees to establish and implement policies to assure that meetings involving discussion of church business are

presumptively open and accessible to members, while also providing for protection of individual privacy and the confidentiality of discussions when necessary. If a meeting is not open, the reasons are to be stated and documented at any time of closure. Article II Section 5.j provides for the Board to establish policies to assure that Church records and archives are kept up-to-date and accessible for review by members, consistent with policies regarding openness vis-a-vis confidentiality. The intent is to assure that relevant documents, including membership records, financial records, minutes of meetings, and reports of committees and other entities are preserved and presumptively accessible, optimally on the Church's website.

### **Open Issues**

Two significant issues, both of which are discussed in the Governance Structure Proposal, remain open and are not currently addressed in the 7/9 draft of revised bylaws. They are (1) the structural placement and processes for selection of members of the recommended new Healthy Congregation Committee; and (2) the structural placement and method for selecting or soliciting members of a committee that will have responsibility for educating and training members of the Congregation for leadership roles. Both sets of issues are important for the future of First Universalist, and discussions with the relevant church committees and groups on these issues are in progress. The GTF is optimistic these issues can be resolved prior to the fall Congregational meeting

### **Implementation/Continuous Improvement**

Having a revised governance structure, with bylaws and policies to guide the activities of leadership groups and individuals in the Congregation, is a major first step toward greatly improved governance at First Universalist. However, implementation of the new structures and related policies and procedures will be difficult and time-consuming, and there will be challenging issues to work through collaboratively. It will require ongoing attention, especially from the Board and the staff executive team, and from all in the Congregation who are concerned about effective governance.

The approach outlined in the Governance Structure Proposal is for First Universalist's new governance structure to have a one-year trial period. During that period, the new Standing Committee on Governance will lead an evaluation process that will include consultation with the Board, staff, committees, councils, and the Congregation. The evaluation will assess the viability of the new structure and suggest modifications to address areas of concern that are identified. The GTF anticipates that the Standing Committee on Governance will continue to lead ongoing evaluation of the effectiveness of the governance structure beyond the one-year trial period. Effective governance demands continuing attention to the governance structure and processes, with a view to improving them in service of the mission and vision of the Church.

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We look forward to receiving any comments and suggestions that reviewers convey to us and will take account of them in the next (and hopefully final) draft of revised bylaws for First Universalist that will be voted on at an upcoming Congregational meeting in the fall. Thanks in advance for your attention to this draft. Please send any questions, comments or suggestions to John Ehrmann [jehrmann@merid.org](mailto:jehrmann@merid.org) by August 9.

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